

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
LYONDELL CHEMICAL COMPANY, <u>et al.</u> ,	:	Case No. 09-10023 (REG)
Debtors.	:	Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT CHAPTER 11
PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**BALLOT FOR VOTING CLASS 3 DIP ROLL-UP CLAIMS, CLASS 4 SENIOR SECURED CLAIMS, CLASS 5
BRIDGE LOAN CLAIMS, AND CLASS 7-A, 7-B, 7-C, 7-D, AND 7-E GENERAL UNSECURED CLAIMS
OTHER THAN THOSE BASED UPON SECURITIES HELD BY VOTING NOMINEES ON BEHALF OF
BENEFICIAL HOLDERS**

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed their Disclosure Statement, dated September 11, 2009 (as may be amended, the "Disclosure Statement") and annexed thereto as Exhibit A, the Debtors' Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors (the "Plan"), which are included on the CD-ROM accompanying this Ballot and have also been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com. On [October 14, 2009], the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order") approving the Disclosure Statement. If you are, as of [October 14, 2009] (the "Record Date"), the holder of a Claim against the Debtors that has been classified in Class 3 Dip Roll-Up Claims, Class 4 Senior Secured Claims, Class 5 Bridge Loan Claims, or Class 7-A, 7-B, 7-C, 7-D, or 7-E General Unsecured Claims, other than those based upon securities held by voting nominees on behalf of beneficial holders, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors' Voting Agent, Epiq Financial Balloting Group, at [(xxx) xxx-xxxx].

You should review the Disclosure Statement, the Plan and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you hold any claim other than the claims identified herein and you are entitled to vote such claim, a separate ballot will be provided to you.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON NOVEMBER [23], 2009.

If your Ballot is not received by the Debtors' Voting Agent, Epiq Financial Balloting Group, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission or other electronic means.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. REVIEW ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3, IF APPLICABLE.
4. COMPLETE ITEM 4, IF APPLICABLE.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
6. **SIGN AND DATE THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
8. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR CLAIMS IN ANY CLASS *EITHER TO ACCEPT OR TO REJECT THE PLAN* AND MAY NOT SPLIT YOUR VOTE.
9. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE DEEMED A VOTE TO ACCEPT THE PLAN.
10. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED NO LATER THAN **NOVEMBER [23], 2009 AT 4:00 P.M.** (PREVAILING EASTERN TIME) BY THE DEBTORS' VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, AS FOLLOWS:

By Courier/Hand Delivery Epiq Financial Balloting Group
or First Class Mail: 757 Third Avenue
3rd Floor
New York, NY 10017
Attn: Lyondell Tabulation
11. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS UNDER THE PLAN, YOU MAY RECEIVE MORE THAN ONE BALLOT. EACH BALLOT VOTES ONLY YOUR CLAIMS INDICATED ON THAT BALLOT. PLEASE COMPLETE AND RETURN EACH BALLOT YOU RECEIVE.

Item 1. Amount of Class 3 DIP Roll-Up Claims, Class 4 Senior Secured Claims, Class 5 Bridge Loan Claims, or Class 7-A, 7-B, 7-C, 7-D, or 7-E General Unsecured Claims Voted. The undersigned certifies that as of October [14], 2009, the undersigned held Claims in the below-listed Class against the below-listed Debtor in the following aggregate unpaid amount, which arose prior to the Commencement Date:

Class:

Debtor:

Amount: \$

Item 2. Vote. The holder of the Claims identified in Item 1 votes as follows (check one box only – if you do not check a box or if you check both boxes your vote will be deemed a vote to accept the Plan):

☐ Accept the Plan.

OR

☐ Reject the Plan.

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area ("EEA"), must identify below his or her state of residence (or in the case of a legal entity, its registered office). This certification is given in connection with the undersigned's possible receipt of securities pursuant to the Plan.

Location of Residence/Jurisdiction of Formation: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a "Qualified Investor" as defined below. This certification is given in connection with the undersigned's possible receipt of securities pursuant to the Plan.

☐ Yes, I am a Qualified Investor. OR ☐ No, I am not a Qualified Investor.

A "Qualified Investor" is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor's securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 5. Certification. By returning this Ballot, the holder of the Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan with respect to the Claims identified in Item 1, (c) it was the holder of the Claims identified in Item 1 as of

October [14], 2009, and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM BEEN OR WILL BE ALLOWED.

Name of Creditor (Print or Type): _____

Signature: _____

Print Name: _____

Title: (If Appropriate) _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim, an assertion of a claim, or the allowance of a claim.

YOUR VOTE MUST BE FORWARDED SO AS TO BE RECEIVED BY THE DEBTORS' VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP BY 4:00 P.M. (PREVAILING EASTERN TIME), ON NOVEMBER [23], 2009, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE DEBTORS' VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, AT [(XXX) XXX-XXXX].

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
LYONDELL CHEMICAL COMPANY, <u>et al.</u> ,	:	Case No. 09-10023 (REG)
Debtors.	:	Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT CHAPTER 11
PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**GENERAL MASTER BALLOT FOR CLAIMS HELD BY
VOTING NOMINEES ON BEHALF OF BENEFICIAL HOLDERS**

YOUR MASTER BALLOT MUST BE **RECEIVED** BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF **NOVEMBER [23], 2009 AT 4:00 P.M. (PREVAILING EASTERN TIME)** OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed their Disclosure Statement, dated September 11, 2009 (as may be amended, the "Disclosure Statement") and annexed thereto as Exhibit A, the Debtors' Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors (the "Plan"), which are included on the CD-ROM accompanying this Ballot and have also been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com. On [October 14, 2009], the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order") approving the Disclosure Statement. If you are, as of [October 14, 2009] (the "Record Date"), the record holder of public securities of the Debtors, including without limitation a broker, bank, dealer or other agent or nominee (a "Voting Nominee"), who holds securities ("Voting Securities") on behalf of beneficial holders ("Beneficial Holders"), please use this Ballot to tabulate and cast the votes of the Beneficial Holders on whose behalf you act to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors' Voting Agent, Epiq Financial Balloting Group, at [(xxx) xxx-xxxx].

This Master Ballot is to be used by you as a Voting Nominee to transmit the votes of Beneficial Holders with respect to Voting Securities you hold on their behalf. Before you transmit such votes, please carefully review the (i) the Disclosure Statement and (ii) the Disclosure Statement Order contained on the CD-ROM that was included in the Solicitation Package you received.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, BEFORE THE VOTING DEADLINE OF 4:00 P.M. (PREVAILING EASTERN TIME), ON NOVEMBER [23], 2009. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

You should review the Disclosure Statement, the Plan and the Disclosure Statement Order before you transmit votes with this Master Ballot. You or the Beneficial Holders for whom you are the Voting Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the general beneficial holder claims under the Plan. Holders of claims in more than one class will receive a Ballot for each class (or account) in which such holders are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the Beneficial Holders for whom you are the Voting Nominee, whether or not such holders vote and whether or not any votes are transmitted by this Master Ballot.

COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of [October 14, 2009] (the voting Record Date), the undersigned (please check the applicable box):

- ☐ Is a broker, bank or other nominee for the beneficial owners of the principal amount of the Voting Security listed in Item 2 below, and is the registered holder thereof, or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the registered holder of the principal amount of the Voting Security listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial owner, that is the registered holder of the principal amount of the Voting Security listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Voting Security described in Item 2.

Items 2, 3 and 4. Vote, Location of Residence or Jurisdiction of Formation, and Indication of Whether Beneficial Holder is a Qualified Investor. The undersigned transmits the following for the Beneficial Holders for which the undersigned is the Voting Nominee: (1) votes to accept or reject the Plan, (2) the location of residence or jurisdiction of formation of the Beneficial Holder, and (3) indications by Beneficial Holders that such holders are "Qualified Investors". The undersigned certifies that the Beneficial Holders identified by their respective customer account numbers set forth below are Beneficial Holders of the securities identified below as of the [October 14, 2009] record date and have delivered to the undersigned, as Voting Nominee, properly executed Beneficial Ballots casting such votes on the Plan and providing such other information as the undersigned has set forth below.

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL BE DEEMED AN ACCEPTANCE OF THE PLAN.

Please indicate the requested information in the appropriate column. For purposes of this Master Ballot, accrued or unmatured interest should not be included in the principal amount voted for each account. Please note that each Beneficial Holder must vote all his, her, or its Voting Security holdings *either* to accept *or* reject the Plan, and may *not* split such vote. If there is insufficient space, please attach the requested information to this Master Ballot in the form of the table below.

Customer Name Or Account Number For Each Beneficial Owner Of Voting Security	Item 2. List the entire Principal Amount of such Beneficial Holder under either "Accept the Plan" or "Reject the Plan" to indicate Beneficial Holder's vote.		Item 3. Location of Residence or Jurisdiction of Formation indicated by Beneficial Holder	Item 4. Check column if Beneficial Holder has indicated it is a "Qualified Investor"
	Accept the Plan	Reject the Plan		
1.	\$	\$		
2.	\$	\$		
3.	\$	\$		
4.	\$	\$		
5.	\$	\$		
6.	\$	\$		
7.	\$	\$		
8.	\$	\$		
9.	\$	\$		

10.	\$	\$		
TOTALS:	\$	\$		

Item 5. Transcription. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Holders in Item 3 of the Beneficial Holder's Ballots, identifying any security or other claim in the same Class as the Voting Security for which such beneficial owners have submitted other Ballots other than to the undersigned:

Your customer account number and/or Customer Name for each Beneficial Holder who completed Item 3 of the Beneficial Holder Ballot.	Transcribe from Item 3 of the Beneficial Holder Ballot			
	Account Number	Name of Registered Holder or Nominee	CUSIP or ISIN Number of other Security Voted (if applicable)	Principal Amount of Claim or other Security
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

Item 6. Certification. By signing this Master Ballot, the undersigned certifies that each Beneficial Holder listed in Item 2, above, (i) has been provided with a Solicitation Package (and all contents thereof, including a Beneficial Ballot), (ii) acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement Order and the Disclosure Statement, (iii) received a properly completed and signed Beneficial Ballot from each Beneficial Holder listed above, and (iv) accurately transcribed all applicable information from the Beneficial Ballots received from each Beneficial Holder.

Name of Broker, Bank or other Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker, Bank or Other Nominee
(if applicable):

(Print or Type)

Signature: _____

Print Name: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____
(Including Area Code)

Date Completed: _____

THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT BEFORE 4:00 P.M. (PREVAILING EASTERN TIME), ON NOVEMBER [23], 2009, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

PLEASE NOTE: THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION.

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL BE DEEMED TO VOTE TO ACCEPT THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, AT [(XXX) XXX-XXXX].

VOTING INSTRUCTIONS

1. The Master Ballot is to be used by brokers, banks, dealers or other agents or nominees (each a "Voting Nominee") to transmit on behalf of holders of public securities of the Debtors ("Beneficial Holders"): (1) votes cast by Beneficial Holders to accept or reject the Plan referred to in the Disclosure Statement; (2) the location of residence or jurisdiction of formation indicated by each Beneficial Holder; and (3) indications by Beneficial Holders as to whether such holders are "Qualified Investors". In addition to being contained on the CD-ROM included in each Solicitation Package, the Disclosure Statement, Plan, and other related documents are available for viewing by accessing the Debtors' case information website at www.epiqbankruptcysolutions.com/ or by contacting the Debtors' Voting Agent, Epiq Financial Balloting Group, by writing to Epiq Financial Balloting Group, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Lyondell Tabulation or by telephone at [(xxx) xxx-xxxx]. All capitalized terms used in this Master Ballot or in these instructions but not otherwise defined herein have the meaning ascribed to them in the Disclosure Statement, the Plan or the Disclosure Statement Order, as the case may be.

2. If you are transmitting the vote of any Beneficial Holder other than yourself, you may *either*:

- a. Complete Item 1 and execute the Beneficial Holder Ballot, including the Voting Nominee's name and beneficial holder account number, and deliver to the Beneficial Holder such "pre-validated" Beneficial Holder Ballot, along with the Solicitation Package and other materials requested to be forwarded. The Beneficial Holder should complete all remaining items of its pre-validated Beneficial Ballot and return the completed Beneficial Ballot to the Voting Agent so as to be received before the Voting Deadline.

OR

- b. For any Beneficial Holder Ballot you do not "pre-validate":

Deliver the Beneficial Holder Ballot to the Beneficial Holder, along with the Solicitation Package and other materials requested to be forwarded, and take the necessary actions to enable such Beneficial Holder to (i) complete and execute such Beneficial Ballot voting to accept or reject the Plan and completing the other items as appropriate; and (ii) return the completed, executed Beneficial Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent so as to be received before the Voting Deadline of 4:00 P.M. (Prevailing Eastern Time), on NOVEMBER [23], 2009 at the following address:

Epiq Financial Balloting Group
757 Third Avenue, 3rd Floor
New York, NY 10017
Attn: Lyondell Tabulation

Tel: [(xxx) xxx-xxxx]

With respect to all Beneficial Holder Ballots returned to you, please properly complete the Master Ballot as follows:

- i. Provide appropriate information for each of the items on the Master Ballot. Please note that Items 2, 3, 4 and 5 request information for each individual Beneficial Holder for whom you hold general beneficial holder claims in your name. To identify such Beneficial Holders, please use the customer name and/or account number assigned by you to each such Beneficial Holder.
- ii. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable item of the Master Ballot to which you are responding.
- iii. Sign and date your Master Ballot.
- iv. If you are completing the Master Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing.
- v. Provide your name and other requested information.

- vi. Deliver the Master Ballot to the Voting Agent so as to be actually received before the Voting Deadline of 4:00 P.M. (Prevailing Eastern Time), on **NOVEMBER [23], 2009**.
- vii. If you are both the registered holder and the Beneficial Holder of any Voting Securities and you wish to vote such Voting Securities, you may return either a Beneficial Ballot or a Master Ballot to the Voting Agent before the Voting Deadline.

3. **Pursuant to the Disclosure Statement Order, all original Beneficial Ballots received from Beneficial Holders must be kept by you until at least one year after the Voting Deadline (or such other date as is set by subsequent Bankruptcy Court order). You may be ordered to produce the original Beneficial Ballots to the Debtors or the Bankruptcy Court.**

4. If a Master Ballot is actually received after the Voting Deadline it will not be counted. The method of delivery of a Master Ballot to the Voting Agent is at the election and risk of each entity. Instead of effecting delivery by mail, it is recommended, though not required, that you use an overnight or personal delivery service. In all cases, sufficient time should be allowed to assure timely delivery.

5. **Master Ballots should only be sent to the Voting Agent.** They should not be sent to the Debtors, any other agent or the Debtors' financial or legal advisors.

6. The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Beneficial Holders should not surrender their Voting Securities at this time. The Voting Agent will not accept delivery of any Voting Securities transmitted with a Master Ballot.

7. If multiple Master Ballots, Beneficial Ballots or Ballots are received from or on behalf of the same creditor with respect to the same Claims prior to the Voting Deadline, the latest dated Master Ballot, Beneficial Ballot or Ballot timely received will supersede and revoke any earlier received Master Ballot, Beneficial Ballot or Ballot.

8. No Master Ballot, Beneficial Ballot or Ballot shall constitute or be deemed to be a proof of claim or an assertion or admission of a claim.

9. The following rules shall apply to Master Ballots: (i) Votes cast by beneficial owners through a Voting Nominee will be applied against the positions held by such entities in the securities as of the Voting Record Date, as evidenced by the record and depository listings, or confirmations provided by Euroclear Bank or Clearstream Bank. Votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee; (ii) to the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Ballots, the Voting Agent will attempt to reconcile discrepancies with the Voting Nominees; (iii) to the extent that overvotes on a Master Ballot or pre-validated Ballots are not reconcilable prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Ballots that contained the overvote, but only to the extent of the Voting Nominee's position in the security; and (iv) for purposes of tabulating votes, each Voting Nominee or beneficial owner will be deemed to have voted the principal amount relating to such security, although the Voting Agent may be asked to adjust such principal amount to reflect the claim amount, including prepetition interest.

10. A creditor must vote all of its claims within a particular Plan class either to accept or reject the Plan and may not split its vote. Accordingly, a Master Ballot, Beneficial Ballot or Ballot on behalf of a creditor's claims within the same Plan class purporting to partially reject and partially accept the Plan will be deemed an acceptance of the Plan.

11. Unless otherwise directed by the Bankruptcy Court, delivery of a defective or irregular Master Ballot will not be deemed to have been made until such defect or irregularity has been cured or waived by the Debtors. Any waiver by the Debtors of defects or irregularities in any Ballot will be detailed in the Voting Report filed with the Bankruptcy Court by the Voting Agent. Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.

12. If you believe you have received the wrong Beneficial Ballot(s) or Master Ballot, please contact the Voting Agent immediately.

13. We will, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Beneficial Ballots and other enclosed materials to the Beneficial Holders for whom you are the Voting Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Beneficial Ballots with respect to the Plan.

PLEASE DELIVER YOUR MASTER BALLOT PROMPTLY.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE DEBTORS' VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, AT [(xxx) xxx-xxxx].

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
LYONDELL CHEMICAL COMPANY, <u>et al.</u> ,	:	Case No. 09-10023 (REG)
	:	
Debtors.	:	Jointly Administered
	:	

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT CHAPTER 11
PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**GENERAL BENEFICIAL HOLDER BALLOT FOR CLAIMS HELD BY
VOTING NOMINEES ON BEHALF OF BENEFICIAL HOLDERS**

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed their Disclosure Statement, dated September 11, 2009 (as may be amended, the "Disclosure Statement") and annexed thereto as Exhibit A, the Debtors' Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors (the "Plan"), which are included on the CD-ROM accompanying this Ballot and have also been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com. On [October 14, 2009], the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order") approving the Disclosure Statement.

If you are, as of [October 14, 2009] (the "Record Date"), the beneficial holder (a "Beneficial Holder") of public securities of the Debtors ("Voting Securities") that are held by a broker, bank, dealer or other agent or nominee (a "Voting Nominee") on your behalf, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement please contact the Debtors' Voting Agent, [Epiq Financial Balloting Group, at [(xxx) xxx-xxxx]].

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON NOVEMBER [23], 2009.

Upon completion, this Ballot should be returned either to your Voting Nominee or to the Debtors' Voting Agent, Epiq Financial Balloting Group, as directed. If you are directed to return the Ballot to your Voting Nominee, your Voting Nominee will transmit your vote to the Voting Agent on a Master Ballot. If your Ballot or the Master Ballot cast on your behalf by your Voting Nominee is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission or other electronic means. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

This Ballot is *not a* letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (UNLESS YOUR BALLOT HAS BEEN PRE-VALIDATED BY YOUR NOMINEE).
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3, IF APPLICABLE.
4. COMPLETE ITEM 4, IF APPLICABLE.
5. COMPLETE ITEM 5, IF APPLICABLE.
6. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 6.
7. **SIGN AND DATE THE BALLOT.** (UNLESS YOUR BALLOT HAS ALREADY BEEN SIGNED OR PRE-VALIDATED BY YOUR VOTING NOMINEE).
8. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE). (IF YOU ARE DIRECTED TO RETURN YOUR BALLOT TO YOUR VOTING NOMINEE, PLEASE ENSURE THAT YOUR VOTING NOMINEE RECEIVES IT WITH SUFFICIENT TIME TO TRANSMIT YOUR VOTE ON A MASTER BALLOT TO THE VOTING AGENT BY THE VOTING DEADLINE).
9. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR VOTING SECURITIES, AS WELL AS ALL OTHER CLAIMS IN THE SAME CLASS AS YOUR VOTING SECURITIES, *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
10. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE DEEMED A VOTE TO ACCEPT THE PLAN.

Item 1. Amount of Voting Securities Voted. The undersigned certifies that as of [October 14, 2009], the undersigned held the Voting Security listed below in the following principal amount:

\$

Item 2. Vote. The holder of the Voting Security identified in Item 1 votes as follows (check one box only— if you do not check a box or if you check both boxes your vote will be deemed a vote to accept the Plan):

☐

Accept the Plan.

OR

☐

Reject the Plan.

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area ("EEA"), must identify below his or her state of residence (or in the case of a legal entity, its jurisdiction of registered office). This certification is given in connection with the undersigned's possible receipt of securities pursuant to the Plan.

Location of Residence/Jurisdiction of Formation: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a "Qualified Investor" as defined below. This certification is given in connection with the undersigned's possible receipt of securities pursuant to the Plan.

☐ Yes, I am a Qualified Investor. OR ☐ No, I am not a Qualified Investor.

A "Qualified Investor" is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the the competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor's securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 5. Identify All Claims and Other Securities Held in the Same Class. By returning this Ballot, the holder of the Voting Security identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted with respect to claims in the same Class as the Voting Security owned by such holder, except for any other claims or securities all of which are identified in the following table, and (b) *all* Ballots for any other claims or securities in the same Class as the Voting Security submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER CLAIMS OR SECURITIES IN THE SAME CLASS AS THE VOTING SECURITIES

Account Number	Name of Registered Holder or Nominee	CUSIP or ISIN Number of other Securities Voted (if applicable)	Principal Amount of Claim or other Security
			\$
			\$
			\$
			\$

Item 6. Certification. By returning this Ballot, the holder of the Voting Securities identified in Item 1 certifies that (a) it has full power and authority to vote to accept or reject the Plan with respect to the Voting Securities listed in Item 1, (b) it was the holder of the Voting Securities described in Item 1 as of [October 14, 2009], (c) *all* Ballots to vote claims or securities against the Debtors placed in the same Class of the Plan as the Voting Security submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated on this Ballot, (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor (Print or Type): _____

Signature: _____

Print Name: _____

Title: (If Appropriate): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim, an assertion of a claim, or the allowance of a claim.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED EITHER TO YOUR VOTING NOMINEE OR TO THE DEBTORS' VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, AS DIRECTED. IF YOU ARE DIRECTED TO RETURN THE BALLOT TO YOUR VOTING NOMINEE, YOUR VOTING NOMINEE WILL TRANSMIT YOUR VOTE TO THE VOTING AGENT ON A MASTER BALLOT. IF YOUR BALLOT OR THE MASTER BALLOT CAST ON YOUR BEHALF BY YOUR VOTING NOMINEE IS NOT RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, EPIQ FINANCIAL BALLOTING GROUP, AT [(xxx) xxx-xxxx].

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER: